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HUG 1977-1
BURLINGTON NORTHERN INC. EQUIPMENT TRUST OF 1971, SERIES 3

Supplemental Lease of Equipment

AGREEMENT dated as of the 13th day of June, 1977,
between CITIBANK, N.A. (formerly First National City Bank), a
national banking association duly organized and existing under
the laws of the United States of America (hereinafter called
the "Trustee"), party of the first part, and BURLINGTON NORTHERN
INC., a corporation duly organized and existing under the laws
of the State of Delaware (hereinafter called the "Company"),
party of the second part.

WHEREAS, by a certain Equipment Trust Agreement dated
as of December 1, 1971, executed by Citibank, N.A., Trustee, and
the Company, there was established "Burlington Northern Inc.
Equipment Trust of 1971, Series 3"; and

WHEREAS, by the terms of Article Five of said Equip-
ment Trust Agreement, the Trustee did lease to the Company the
railroad equipment described in Schedule A to said Equipment
Trust Agreement; and

WHEREAS, certain of the cars included in the railroad
equipment so described have been destroyed by accident and the
Company pursuant to Section 5.07 of said Equipment Trust Agree-
ment, pending replacement of such destroyed equipment, has

deposited, in cash, with the Trustee the fair value as of the date of destruction of the trust equipment destroyed; and

WHEREAS, the Trustee, at the request of the Company, using the cash so deposited by the Company to the extent that the same is sufficient for that purpose, has purchased from Pacific Car and Foundry Company for replacement of said destroyed equipment one (1) depressed center flat car bearing Burlington Northern Road No. 631021; and

WHEREAS, pursuant to Section 5.07 of said Equipment Trust Agreement, the parties desire to subject said depressed center flat car to the terms and conditions of said Equipment Trust Agreement;

NOW, THEREFORE, it is agreed:

1. That pursuant to the provisions of Article Five of said Equipment Trust Agreement dated the 1st day of December, 1971, the Trustee has let and leased, and does hereby let and lease, to the Company said depressed center flat car bearing Burlington Northern road No. 631021 under and subject to all the terms and conditions of said Equipment Trust Agreement dated the 1st day of December, 1971, and the Company does hereby agree to accept delivery and possession of said depressed center flat car thereunder.

2. Said car No. 631021 shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company in all

respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Equipment Trust Agreement, and shall be subject to all the terms and conditions of that certain Equipment Trust Agreement dated December 1, 1971, among Burlington Northern Inc. and Citibank, N.A., Trustee.

3. It is understood and agreed that except as otherwise provided in said Equipment Trust Agreement, dated December 1, 1971, the title to and ownership of said car No. 631021 shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.

4. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Lease or the due execution hereby by the Company or for or in respect of the correctness of the recitals of fact contained herein, which recitals are made by the Company.

5. This Supplemental Lease may be executed simultaneously, or from time to time, in several counterparts and each counterpart shall constitute a complete original instrument, and it shall not be necessary in making proof of this Supplemental Lease or any counterpart hereof to produce or account for any of the other counterparts.

IN WITNESS WHEREOF, the Trustee and the Company,
pursuant to due corporate authority, have caused these presents
to be signed and their respective corporate names and their re-
spective corporate seals to be affixed hereto and attached, as
of the day and year first above written.


CITIBANK, N.A., as Trustee



Senior Trust Officer

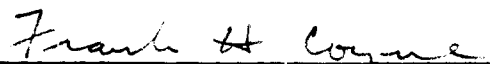
(SEAL)

ATTEST:



Trust Officer

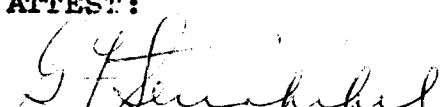
BURLINGTON NORTHERN INC.



Executive Vice President-
Finance and Administration

(SEAL)

ATTEST:

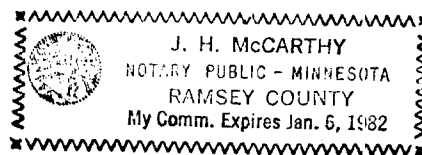


Assistant Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

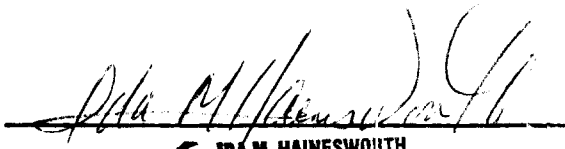
On this 13th day of June, 1977, before me personally appeared Frank H. Coyne, to me personally known, who being by me duly sworn, says that he is Executive Vice President-Finance and Administration of Burlington Northern Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. H. McCarthy



STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this *22nd* day of June, 1977, before me personally appeared RALPH E. [illegible], to me personally known, who being by me duly sworn, says that he is a Senior Trust Officer of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


IDA M. HAINESWORTH
Notary Public, State of New York
No. 24 - 4646216
Qualified in Kings County
Cert. filed in New York County
Commission Expires March 30, 1979